



TARINI INTERNATIONAL LTD.

D-2, Amar Colony, Lajpat Nagar-IV, New Delhi – 110024
Tel.No.: +91 11 26479995, 26223630, 26223634, 26443630
headoffice@tariniinfra.com, infratarini@gmail.com, www.tariniinfra.com
CIN No. : L74899DL1999PLC097993

Dated: 05.09.2026

To,
The BSE Limited
Corporate Office
Floor 25, P.J. Towers,
Dalal Street,
Mumbai – 400001

Ref: Tarini International Limited, ISIN NO. INE849M01017 Scrip Code 538496

Subject: Notice of 27th Annual General Meeting & Book Closure thereof:

Dear Sir,

Please find enclosed a copy of the Notice of the 27th Annual General Meeting (AGM) of the Company to be held on Wednesday, 30th September 2026 at 10.30 A.M at our Registered office D-2, 1ST Floor, Amar Colony, Lajpat Nagar – IV, New Delhi -110024.

we wish to inform you that the Register of Members and the Share Transfer Books of the Company will remain closed from 28th September, 2026 to 30th September, 2026 (both days inclusive) for the purpose of 27th Annual General Meeting of the Company which will be held on Wednesday, September 30, 2026 at 10.30 A.M. at the Registered Office of the Company situated at D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi – 110024.

On Behalf of the Board of Directors
For, Tarini International Limited


Amit Arora
(Company Secretary)

AMIT
ARORA

Digitally signed
by AMIT ARORA
Date:
2026.09.05
12:08:11 +05'30'

TARINI INTERNATIONAL LIMITED

(CIN: L74899DL1999PLC097993)

Registered Office: D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi - 110024

Email: headoffice@tariniinfra.com, Infratarini@gmail.com Website: www.tariniinfra.com

Phone: 011-26479995/26285364, Fax: 011-26477996

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF TARINI INTERNATIONAL LIMITED WILL BE HELD AT D-2, 1ST FLOOR, AMAR COLONY, LAJPAT NAGAR – IV, NEW DELHI – 110024 ON WEDNESDAY, 30TH SEPTEMBER, 2026 at 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2026 including Audited Balance Sheet as at 31st March, 2026 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and the Audited consolidated financial statement of the Company for the financial year ended on March 31, 2026 and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Vakamulla Chandrashekhar as Director (holding DIN 00073657), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve Material Related Party Transaction(s) between the Company and its subsidiaries, associates and group Companies.

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4), 2(1)(zc), Schedule XII and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with section 2(76) and Section 188 of the Companies Act, 2013 ("the Act"), as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members of the Company be and is hereby accorded to the Company to enter into and/or continue with the existing related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) as per the details provided in the table below and annexure (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with its subsidiaries companies, associate companies and group companies, as mentioned below, and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at arm's length and in the ordinary course of business;



1. Tarini Infrastructure Limited
2. Tarini Sugars and Distilleries Limited
3. Venture Infrastructure Limited
4. B. Soilmec India Private Limited
5. Yatih Air Services private Limited
6. Tarini Wilderness Innovations Private Limited
7. Tarini Lifesciences Limited
8. Venture Energy and Technologies Limited
9. Tarini Overseas Mining and Operations Limited
10. Tarini Humanitarian Demining and Rehabilitation works

Name of the Related Party	Tarini Infrastructure Limited	Tarini Sugars and Distilleries Limited	Venture Infrastructure Limited	B. Soilmec India Private Limited	Yatih Air Services private Limited	Tarini Wilderness Innovations Private Limited	Tarini Lifesciences Limited	Venture Energy and Technologies Limited	Tarini Overseas Mining and Operations Limited	Tarini Humanitarian Demining and Rehabilitation works
Nature of Relationship	Direct Associate Company of the Company & part of promoters are same	Direct Subsidiary of the Company & promoter are same, hence a Related Party	Direct Subsidiary of the Company & promoter are same, hence a Related Party	Promoters are same	Promoters are same	Promoters are same	Direct Associate Company of the Company & part of promoters are same	Promoters are same	Promoters are same	Promoters are same
Type, material terms and particulars of transaction	The transaction involves: ➤ Sale, Purchase, Supply of goods /materials. ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other recurring transaction for	The transaction involves: ➤ Sale, Purchase, Supply of goods /materials ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and	The transaction involves: ➤ Sale, Purchase, Supply of goods /materials ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and	The transaction involves: ➤ Sale, Purchase, Supply of goods /materials. ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable	The transaction involves: ➤ Sale, Purchase, Supply of goods /material s. ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable	The transaction involves: ➤ Sale, Purchase, Supply of goods /materials. ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other	The transaction involves: ➤ Sale, Purchase, Supply of goods /materials. ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other	The transaction involves: ➤ Sale, Purchase, Supply of goods /material s. ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other	The transaction involves: ➤ Sale, Purchase, Supply of goods /material s. ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other	The transaction involves: ➤ Sale, Purchase, Supply of goods /material s. ➤ Availing/rendering of services. Leasing of property ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investment, borrowings, lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other

	furtherance of business	collateral of equitable Mortgage ➤ Other recurring transactions for furtherance of business	borrower and collateral of equitable Mortgage ➤ Other recurring transactions for furtherance of business	Mortgage. ➤ Other recurring transactions for furtherance of business	e guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other recurring transactions for furtherance of business	recurring transactions for furtherance of business	lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other recurring transactions for furtherance of business	nces. ➤ Investment, borrowing, lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other recurring transactions for furtherance of business	e guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other recurring transactions for furtherance of business	lending. ➤ Corporate guarantee, Co-borrower and collateral of equitable Mortgage. ➤ Other recurring transactions for furtherance of business
Tenure	1 st April 2026 till conclusion of AGM for the Financial Year ending on 31st March, 2027 or such other mutually agreed period.									
Value of the transaction (Rs.)	Rs. 60 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 20 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 5 Crores	Rs. 10 Crores	Rs. 5 Crores

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and the Board of Directors and / or Key Managerial Personnel (KMP) of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorizing signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalize and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

[Signature]

4. To re-appoint Mr. Vakamulla Chandrashekhar (DIN: 00073657) as Managing Director by passing, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Vakamulla Chandrashekhar (DIN: 00073657) as Managing Director of the Company, for a period of 3 (Three) years with effect from October 1, 2026, without remuneration on the following terms and conditions, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vakamulla Chandrashekhar, or any statutory modification(s) or re-enactment thereof:-

REMUNERATION:

- (i) **Salary:** NIL

The Managing Director shall not be eligible for any sitting fees for the Company's Board Meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appoint Mrs. V. Anu Naidu (DIN: 00073661) as a Whole-time Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mrs. V. Anu Naidu (DIN: 00073661) as a Whole-time Director of the Company, for a period of 3 (Three) years with effect from October 1, 2026 on the following terms and conditions, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. V. Anu Naidu, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

[Handwritten signature]

REMUNERATION:

- (i) **Salary:** Rs.160,000/- (Rupees One Lac Sixty Thousand only) per month to Mrs. V Anu Naidu.

In addition to the Salary, the Whole Time Director is entitled to the following benefits:

- (ii) **Furnished Accommodation:** The Whole Time Director, since required dedicated separate space for the Company's Business commitments and also to maintain high degree of standards as per the profile, he is entitled for furnished residential accommodation.

- (iii) **Perquisites:**

Insurance: The life and personal accident insurance cover shall be as per the policy of the company.

Club Fees: Fees of clubs subject to a maximum of two clubs. It also includes admission and life membership fees paid.

- iv) **Car & Telephone:** for use on Company's business and telephone and/or cellular phone will not be considered as perquisites. Personal long distance calls on phone and use of car for private purposes shall be billed by the Company.

The aggregate of the salary and all perquisites as enumerated above, shall at no time exceed the limits as may be prescribed from time to time under the provisions of the Companies Act, 2013, schedules thereto and rules there under, as well as any other statutory provisions as may be applicable. Payment and entitlement of Gratuity and other superannuation benefits shall remain as per the policy of the Company.

The Whole Time Director shall not be eligible for any sitting fees for the Company's Board Meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 05.09.2026
Place: New Delhi

By Order of the Board



V. Chandrashekhar
Managing Director
DIN No. 00073657

IMPORTANT NOTES:

1. The Company has fixed 28TH August 2026 as the record date for determining the entitlement of shareholders to get Annual Report. The Annual closure of Register of Members and the Share Transfer books of the Company will be done from 28.09.2026 to 30.09.2026 (both day inclusive).
2. **PURSUANT TO SECTION 105 (1) OF THE COMPANIES ACT 2013 ("Act"), A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies and other body corporate must be supported by an appropriate resolution/authority, as applicable.

To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

3. In accordance with the Ministry of Corporate Affairs ("MCA"), General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 9/2023 dated September 25, 2023, respectively, ("the MCA Circulars") read with the Securities and exchange Board of India ("SEBI") circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 05, 2023 and the Circular No. SEBI/HO/CFD/CFD-PoD2/P/Cir/2024/133 dated October 3, 2024 ("the SEBI Circular"), the Notice of 27th Annual General Meeting ("AGM") is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories and to all members whose names appear on the Register of Members / List of Beneficial Owners as on August 22, 2025 as received from the Depositories.
4. Pursuant to SEBI Circular no. HO/38/13/11 (2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, Members are hereby informed that another 'Special Window' has been opened from February 05, 2026 to February 04, 2027 to facilitate re-lodgement of physical share transfer requests that were originally lodged before April 01, 2019 but were rejected or returned due to deficiencies. This opportunity allows such requests to be re-submitted with requisite documents by following the due process by Members, and upon verification, shares shall be transferred only in dematerialized form. Concerned Members are encouraged to utilize this Special Window provided by SEBI.
5. As per Regulation 40 of the Listing Regulations, securities of listed companies could be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. However, SEBI, vide its circular no. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (later subsumed as part of the SEBI Master Circular No. HO/38/13/ (4)2026-MIRSDPOD/I/4298/2026 dated February 06, 2026) has mandated the listed companies to issue securities for the following service requests in dematerialized form only - (i) issue of duplicate securities certificate; (ii) claim from Unclaimed Suspense Account; (iii) renewal/ exchange of securities certificate; (iv) endorsement; (v) sub-division/ splitting of securities certificate; (vi) consolidation of securities certificates/ folios; (vii) Transmission; and (viii)

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Transposition. In case of any queries / grievance relating to this, Members may contact at the following address: MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Noble Heights, 1st Floor, Plot NH 2, C-1, Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel No.: 011-41410592, 41410593; E-mail: swapann@linkintime.co.in.

6. In terms of SEBI Circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024 (later subsumed as part of the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 06, 2026) and other applicable provisions, the Members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice to nominate 'on' for ensuring smooth transmission of shares held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel/ make any variation in the already submitted nomination, Members are requested to reach out to MUFG Intime in case of shares held in physical mode and to their respective DPs in case of shares held in demat form.
7. In line with the MCA & SEBI Circulars and the latest SEBI Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, the Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ('DP'). The Company shall send a physical copy of the Annual Report 2025-26 to those Members who request the same at infratarni@gmail.com mentioning their Folio No./DP ID and Client ID. In accordance with Regulation 36(1)(b) of the SEBI LODR Regulations, a letter is being sent to the shareholders whose email addresses are not registered with the Company/DP, providing a web-link for accessing the Annual Report 2025-26. The Notice convening the 27th AGM has been uploaded on the website of the Company at www.tariniinfra.com and may also be accessed from the relevant section of the websites of the stock exchange i.e., BSE Limited (BSE) at www.bseindia.com.
8. Corporate members are requested to send a duly certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
9. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the annual general meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. ***MCA VIDE NOTIFICATION GSR-207(E), DATED 19TH MARCH 2015, HAS MADE IT MANDATORY TO PROVIDE E-VOTING FACILITY FOR ALL THE LISTED COMPANIES EXCEPT SMALL AND MEDIUM ENTERPRISES. AS, OUR COMPANY IS A SMALL & MEDIUM ENTERPRISES, IT IS NOT MANDATORY FOR OUR COMPANY TO PROVIDE E-VOTING FACILITY TO ITS SHAREHOLDERS IN GENERAL MEETING***
12. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These Changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.

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13. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz., name and address of the branch of the bank, MICR code of branch, type of account and account number, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc.) immediately to the Company.
14. Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are given in the explanatory statement annexed to this notice, which forms integral part of the notice. The Directors have furnished the requisite declarations for their re-appointment.
15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, The Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.
16. Kindly register your e-mail address and contact details with us, by writing to us addressed to the Secretarial Department at our corporate office, or at our e-mail ID: headoffice@tariniinfra.com. This will help us in prompt sending of notices, annual reports, and other shareholder communications in electronic form.
17. M/s. V Ramasamy & Co. (Proprietor Mr. Vasudeva Ramasamy) Practicing Company Secretary, (C.P No. 6618) has been appointed as the Scrutinizer to scrutinize voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

Since the Ballot form is provided to the members pursuant to the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.

18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Sunday, up to and including the date of the Annual General Meeting of the Company.
19. The Register of contracts or arrangements, in which Directors are interested, will be available for inspection by the members at the venue of the annual general meeting.
20. Members, proxies, and authorized representatives are requested to carry to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP id and client id/ folio no.
21. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the Special businesses set out above is annexed hereto.
22. The route map of the venue for the Annual General Meeting is given herein below and available on the website of the Company.



Brief Profile of the Director seeking re-appointment in the 27th AGM in pursuance of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Vakamulla Chandrashekhar	Mrs. V Anu Naidu	
DIN	00073657	00073661	
Date of Birth	14/03/1967	13/09/1969	
Type of appointment	Liable to retire by rotation	Liable to retire by rotation	
Date of Appointment/ Re-appointment	20.01.1999	20.01.1999	
Areas of Specialization	Expertise in Hydro Projects & Transmission & Distribution	Human Resources Development (HRD)	
Qualifications	B.A	Master of Arts (Geography)	
No. of Shares Held in the Company	70,18,281 equity shares	20,01,565 equity Shares	
List of Directorship held in outside Public Limited Companies	1. M/s Tarini Infrastructure Ltd 2. M/s Venture Energy & Technologies Limited 3. Tarini Sugar & Distilleries Limited 4. Venture Infrastructure Limited 5. B. Soilmec India Private Limited 6. Tarini Overseas Mining & Overseas Limited 7. Tarini Humanitarian Demining & Rehabilitation Works 8. Tarini Wilderness Innovations Private Limited 9. Tarini Lifesciences Limited 10. West Mountain Power Limited 11. Yatih Air Services Private Limited	1. M/s Tarini Infrastructure Ltd 2. M/s Venture Energy & Technologies Limited 3. Tarini Sugar & Distilleries Limited 4. Venture Infrastructure Limited 5. B. Soilmec India Private Limited 6. Tarini Overseas Mining & Overseas Limited 7. Tarini Humanitarian Demining & Rehabilitation Works 8. Tarini Wilderness Innovations Private Limited 9. Tarini Lifesciences Limited	
Chairman/member of the Committee of the Board of Directors of this Company	Audit Committee (Member) Shareholders Grievance Committee (Member)	NIL	
Chairman/member of the Committee of the Board of Directors of other Companies	Tarini Infrastructure Limited Audit Committee (Member) Shareholders Grievance Committee (Member)	NIL	
Relation with Key Managerial Personnel and Directors	Husband of Mrs. V. Anu Naidu, Whole time Director	Wife of Mr. Vakamulla Chandrashekhar	
Justification for appointment	Promoter of the Company and having wide experience in Hydro Projects & Transmission & Distribution	Promoter of the Company and having wide experience in Human Resources Development (HRD)	

V.e.f.

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3 to 5 of the accompanying Notice.

ITEM NOS. 3

Pursuant to the amendments made by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, the provisions of Regulation 23 of SEBI Listing Regulations, has become applicable in respect of a listed entity which has listed its specified securities on the SME Exchange.

Regulations 23 of the SEBI Listing Regulations, provides that entering into material transactions with a related party which, either individually or taken together with previous transaction(s) during a financial year, exceed ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, require prior approval of the members of the Company.

In terms of Section 185 and Section 186 of the Companies Act, 2013, the Members of the Company vide Special Resolution passed through AGM on 30th September, 2025, have already granted their approval for entering into transaction for granting of unsecured loan, Investment and Guarantee from time to time, up to an aggregate limit of ₹ 150.00 Crore to its group Companies, a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013.

In order to comply with the amended requirements of SEBI Listing Regulations, the Company has to obtain the approval of the members of the Company also in terms of Regulation 23 of the SEBI Listing Regulations, as the said transaction with Group Companies and the promoter would be a material related party transaction as per the above stated materiality thresholds.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and Section 188 of the Companies Act, 2013 ("the Act") read with the applicable Rules framed there under, approval of the Members is required for material related party transactions.

The Company, in the ordinary course of its business, proposes to enter into and/or continue various existing related party transactions with its subsidiaries, associate companies and group companies. In terms of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions require approval of the Members by way of a resolution, notwithstanding that such transactions are in the ordinary course of business and at arm's length basis.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed related party transactions, subject to the approval of the Members.

The details of the proposed related party transactions, as required under Section 102 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations, are provided in table in the resolution.

The proposed transactions are necessary for the Company's operational efficiency, business expansion, project execution, and financial support to subsidiaries and associates and group companies from time to time. All transactions shall be carried out in the ordinary course of business and on an arm's length basis.



As per Regulation 23 of the SEBI Listing Regulations, related parties shall abstain from voting on the resolution, whether the entity is a related party to the particular transaction or not.

Except as stated in the annexure A below, none of the Directors, Key Managerial Personnel or their relatives, other than those mentioned herein, are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors therefore recommends the resolution as set out in item no. 3 of the notice for approval of members of the Company by way of an Ordinary Resolution.

The relevant information pertaining to transactions as required pursuant to the Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated November 11, 2024, as amended, SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 ("SEBI Master Circular") issued by the Securities and Exchange Board of India ("SEBI") read with the Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions dated June 26, 2025 ("RPT Industry Standards") and pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as set forth below:

Annexure A

Part A1 to A5 Minimum information of the proposed RPT, applicable to all RPTs.

Minimum information to the Audit Committee for approval of Related Party Transactions.

S. No.	Particulars of the information	Information provided by the management
A(1)	Basic details of the related party	
1.	Name of the related party	1. Tarini Infrastructure Limited 2. Tarini Sugars and Distilleries Limited 3. Venture Infrastructure Limited 4. B. Soilmec India Private Limited 5. Yatih Air Services private Limited 6. Tarini Wilderness Innovations Private Limited 7. Tarini Lifesciences Limited 8. Venture Energy and Technologies Limited 9. Tarini Overseas Mining and Operations Limited 10. Tarini Humanitarian Demining and Rehabilitation works
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	1. Tarini Infrastructure Limited (Hydro power Generation and Distribution) 2. Tarini Sugars and Distilleries Limited (Manufacture of Sugar & Allied Products) 3. Venture Infrastructure Limited. (Power Transmission line, towers, sub-stations)

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		4. B. Soilmec India Private Limited (Drones, Light Aircrafts, Unmanned Aerial Vehicles (UAVs) Including Air Transport Services like Scheduled and non – scheduled and serve the needs of core infrastructure development activities and power transmission and energy sector and oil sector, to operate Maintenance, repair & Operations (MRO) 5. Yatih Air Services private Limited (Aviation Management Services) 6. Tarini Wilderness Innovations Private Limited (exhibit movies/ pictures of all kinds in any language(s) Indian and / or foreign including short films, feature films, commercial, advertisements, commercial advertisements jingles and documentaries, educational pictures) 7. Tarini Lifesciences Limited (manufactures and dealers of medical surgical, scientific equipments, appliances, accessories of all types and descriptions, scientific and hospital) 8. Venture Energy and Technologies Limited (Hydro Power Project) 9. Tarini Overseas Mining and Operations Limited (Mining and Operations) 10. Tarini Humanitarian Demining and Rehabilitation works (Humanitarian Demining activities)
A(2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. V Chandrashekhar and Mrs. V Anu Naidu are the Promoter, Director and Member of our Company, are the same Promoter, Director and Members of the Subsidiaries, associate and Group Companies to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions.

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	•Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. * The listed entity does not hold any shares in this company. As the company has common director / promoter, the transactions with these companies are treated as RPT.	<table><tr><th>Name of Related Party</th><th>% Shares held</th></tr><tr><td>Tarini Infrastructure Limited</td><td>34.99%</td></tr><tr><td>Tarini Sugars and Distillaries Limited</td><td>64.57%</td></tr><tr><td>Venture Infrastructure Limited</td><td>68%</td></tr><tr><td>B. Soilmec India Private Limited</td><td>1.50%</td></tr><tr><td>Yatih Air Services private Limited</td><td>*</td></tr><tr><td>Tarini Wilderness Innovations Private Limited</td><td>*</td></tr><tr><td>Tarini Lifesciences Limited</td><td>33.4%</td></tr><tr><td>Venture Energy and Technologies Limited</td><td>*</td></tr><tr><td>Tarini Overseas Mining and Operations Limited</td><td>*</td></tr><tr><td>Tarini Humanitarian Demining and Rehabilitation works</td><td>*</td></tr></table>	Name of Related Party	% Shares held	Tarini Infrastructure Limited	34.99%	Tarini Sugars and Distillaries Limited	64.57%	Venture Infrastructure Limited	68%	B. Soilmec India Private Limited	1.50%	Yatih Air Services private Limited	*	Tarini Wilderness Innovations Private Limited	*	Tarini Lifesciences Limited	33.4%	Venture Energy and Technologies Limited	*	Tarini Overseas Mining and Operations Limited	*	Tarini Humanitarian Demining and Rehabilitation works	*
Name of Related Party	% Shares held																							
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Venture Energy and Technologies Limited	*																							
Tarini Overseas Mining and Operations Limited	*																							
Tarini Humanitarian Demining and Rehabilitation works	*																							
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable																						
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable																						
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control While calculating indirect shareholding, shareholding held by relatives shall also be considered.																							
A(3)	Details of previous transactions with the related party																							
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year.(As on 31.08.2026)	<table><tr><th>Name of Related Party</th><th>Amount of Transaction (Rs. In Lakhs)</th></tr><tr><td>Tarini Infrastructure Limited</td><td>82.50</td></tr></table>	Name of Related Party	Amount of Transaction (Rs. In Lakhs)	Tarini Infrastructure Limited	82.50																		
Name of Related Party	Amount of Transaction (Rs. In Lakhs)																							
Tarini Infrastructure Limited	82.50																							

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2.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable																						
A(4)	Amount of the proposed transaction(s)																							
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	As mentioned in the resolution.																						
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																						
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	<table><tr><th>Name of Related Party</th><th>Value of the proposed transactions)</th></tr><tr><td>Tarini Infrastructure Limited</td><td>2400%</td></tr><tr><td>Tarini Sugars and Distillaries Limited</td><td>400%</td></tr><tr><td>Venture Infrastructure Limited</td><td>400%</td></tr><tr><td>B. Soilmec India Private Limited</td><td>800%</td></tr><tr><td>Yatih Air Services Private Limited</td><td>400%</td></tr><tr><td>Tarini Wilderness Innovations Private Limited</td><td>400%</td></tr><tr><td>Tarini Lifesciences Limited</td><td>400%</td></tr><tr><td>Venture Energy and Technologies Limited</td><td>200%</td></tr><tr><td>Tarini Overseas Mining and Operations Limited</td><td>400%</td></tr><tr><td>Tarini Humanitarian Demining and Rehabilitation works</td><td>200%</td></tr></table>	Name of Related Party	Value of the proposed transactions)	Tarini Infrastructure Limited	2400%	Tarini Sugars and Distillaries Limited	400%	Venture Infrastructure Limited	400%	B. Soilmec India Private Limited	800%	Yatih Air Services Private Limited	400%	Tarini Wilderness Innovations Private Limited	400%	Tarini Lifesciences Limited	400%	Venture Energy and Technologies Limited	200%	Tarini Overseas Mining and Operations Limited	400%	Tarini Humanitarian Demining and Rehabilitation works	200%
Name of Related Party	Value of the proposed transactions)																							
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Venture Infrastructure Limited	400%																							
B. Soilmec India Private Limited	800%																							
Yatih Air Services Private Limited	400%																							
Tarini Wilderness Innovations Private Limited	400%																							
Tarini Lifesciences Limited	400%																							
Venture Energy and Technologies Limited	200%																							
Tarini Overseas Mining and Operations Limited	400%																							
Tarini Humanitarian Demining and Rehabilitation works	200%																							
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																						

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5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<table><tr><th>Name of Related Party</th><th>Value of the proposed transactions)</th></tr><tr><td>Tarini Infrastructure Limited</td><td>503.778%</td></tr><tr><td>Venture Infrastructure Limited</td><td>4095.00%</td></tr><tr><td>Yatih Air Services Private Limited</td><td>442.83%</td></tr><tr><td>Tarini Wilderness Innovations Private Limited</td><td>7812.50%</td></tr></table>	Name of Related Party	Value of the proposed transactions)	Tarini Infrastructure Limited	503.778%	Venture Infrastructure Limited	4095.00%	Yatih Air Services Private Limited	442.83%	Tarini Wilderness Innovations Private Limited	7812.50%
Name of Related Party	Value of the proposed transactions)											
Tarini Infrastructure Limited	503.778%											
Venture Infrastructure Limited	4095.00%											
Yatih Air Services Private Limited	442.83%											
Tarini Wilderness Innovations Private Limited	7812.50%											
6.	Financial performance of the related party for the immediately preceding financial year: 1.Turnover 2.Profit After Tax 3. Net worth Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	a. Tarini Infrastructure Limited 1.Turnover- Rs. 1191.00 Lakh 2.Profit After Tax- 404.53 (Rs. Lakh) 3. Net worth- Rs. 5761.50 Lakh b. Tarini Sugars and Distillaries Limited 1.Turnover- Rs. 0.00 Lakh 2.Profit After Tax- -28.80 (Rs. Lakh) 3. Net worth- Rs. -318.84 Lakh c. Venture Infrastructure Limited 1.Turnover- Rs. 24.42 Lakh 2.Profit After Tax- 14.69 Rs. Lakh 3. Net worth- (26.03 Rs. Lakh) d. B. Soilmec India Private Limited 1.Turnover- Rs. 0.00 Lakh 2.Profit After Tax- (49.49 Rs. Lakh) 3. Net worth- 53.45 Rs. Lakh e. Yatih Air Services private Limited 1.Turnover- Rs. 225.82 Lakh 2.Profit After Tax- 34.17 (Rs. Lakh) 3. Net worth- 85.70 Rs. Lakh f. Tarini Wilderness Innovations Private Limited 1.Turnover- Rs. 12.80 Lakh 2.Profit After Tax- 0.92 (Rs. Lakh) 3. Net worth- Rs. 4.29 Lakh g. Tarini Lifesciences Limited 1.Turnover- Rs. 0.00 Lakh 2.Profit After Tax- (0.44 Rs. Lakh) 3. Net worth- Rs 0.45 Lakh h. Venture Energy and Technologies Limited 1.Turnover- Rs. 0.00 Lakh 2.Profit After Tax- (9.32 Rs. Lakh) 3. Net worth- Rs. 204.89 Lakh i. Tarini Overseas Mining and Operations Limited										

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		1.Turnover- Rs. 0.00 Lakh 2.Profit After Tax- (0.38 Rs. Lakh) 3. Net worth- Rs. 0.57 Lakh j. Tarini Humanitarian Demining and Rehabilitation works 1.Turnover- Rs. 0.00 Lakh 2.Profit After Tax- (0.01 Rs. Lakh) 3. Net worth- 0.10 Rs. Lakh
A (5)	Basic details of the proposed transaction	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	As mentioned in the resolution.
2.	Details of each type of the proposed transaction	As mentioned in the resolution.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	As mentioned in the resolution
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	As mentioned in the resolution.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and will be entered into on an arm's length basis, in compliance with applicable regulatory requirements. The transactions leverage operational synergies and the related parties' expertise, ensuring efficiency, cost optimization, and business continuity. The Board is of the view that these arrangements are in the best interest of the Company and its shareholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mr. Vakamulla Chandrashekhar Promoter and Managing Director Mrs. V Anu Naidu Promoter and Whole Time Director

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	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<table><tr><td>1. Tarini Infrastructure Limited</td></tr><tr><td>Mr. Vakamulla Chandrashekhar 11.72% Mrs. V Anu Naidu 2.84%</td></tr><tr><td>2. Tarini Sugars and Distillaries Limited</td></tr><tr><td>Mr. Vakamulla Chandrashekhar 17.53% Mrs. V Anu Naidu 4.34%</td></tr><tr><td>3. Venture Infrastructure Limited</td></tr><tr><td>Mr. Vakamulla Chandrashekhar 17.07% Mrs. V Anu Naidu NIL</td></tr><tr><td>4. B. Soilmec India Private Limited</td></tr><tr><td>Mr. Vakamulla Chandrashekhar 32.60% Mrs. V Anu Naidu 17.88%</td></tr><tr><td>5. Yatih Air Services Private Limited</td></tr><tr><td>Mr. Vakamulla Chandrashekhar NIL</td></tr><tr><td>6. Tarini Wilderness Innovations Private Limited</td></tr><tr><td>Mr. Vakamulla Chandrashekhar 50% Mrs. V Anu Naidu 50%</td></tr><tr><td>7. Tarini Lifesciences Limited</td></tr><tr><td>Mr. Vakamulla Chandrashekhar 33.4% Mrs. V Anu Naidu 32.94%</td></tr><tr><td>8. Venture Energy and Technologies Limited</td></tr><tr><td>Mr. Vakamulla Chandrashekhar 0.63% Mrs. V Anu Naidu NIL</td></tr><tr><td>9. Tarini Overseas Mining and Operations Limited</td></tr><tr><td>Mr. Vakamulla Chandrashekhar 53.85% Mrs. V Anu Naidu 0.90%</td></tr><tr><td>Tarini Humanitarian Demining and Rehabilitation works</td></tr><tr><td>Mr. Vakamulla Chandrashekhar 48.08% Mrs. V Anu Naidu 9.62%</td></tr></table>	1. Tarini Infrastructure Limited	Mr. Vakamulla Chandrashekhar 11.72% Mrs. V Anu Naidu 2.84%	2. Tarini Sugars and Distillaries Limited	Mr. Vakamulla Chandrashekhar 17.53% Mrs. V Anu Naidu 4.34%	3. Venture Infrastructure Limited	Mr. Vakamulla Chandrashekhar 17.07% Mrs. V Anu Naidu NIL	4. B. Soilmec India Private Limited	Mr. Vakamulla Chandrashekhar 32.60% Mrs. V Anu Naidu 17.88%	5. Yatih Air Services Private Limited	Mr. Vakamulla Chandrashekhar NIL	6. Tarini Wilderness Innovations Private Limited	Mr. Vakamulla Chandrashekhar 50% Mrs. V Anu Naidu 50%	7. Tarini Lifesciences Limited	Mr. Vakamulla Chandrashekhar 33.4% Mrs. V Anu Naidu 32.94%	8. Venture Energy and Technologies Limited	Mr. Vakamulla Chandrashekhar 0.63% Mrs. V Anu Naidu NIL	9. Tarini Overseas Mining and Operations Limited	Mr. Vakamulla Chandrashekhar 53.85% Mrs. V Anu Naidu 0.90%	Tarini Humanitarian Demining and Rehabilitation works	Mr. Vakamulla Chandrashekhar 48.08% Mrs. V Anu Naidu 9.62%
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8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable																				

9.	Other information relevant for decision making	Not Applicable
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Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

S. No.	Particulars of the information	Information provided by the management
B(1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price.	Arm's length Pricing methodology
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B(2)	Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs, insurance companies/housing finance companies.	Internal accruals of the Company
2.	Where any financial indebtedness is incurred to give loan, inter corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No
3.	Rate of interest at which the listed	Not Applicable

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	entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12.00% P.A.
5.	Maturity / due date	7 years
6.	Repayment schedule & terms	As per mutually agreed terms and conditions
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the investee companies for its business operations, including expansion of existing facilities, working capital requirements, strategic projects, and other corporate purposes as may be approved by its Board of Directors. The investment is intended to strengthen the financial position of the subsidiary, Associate and Group Companies and support their growth and operational objectives.
B (3)	Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary	
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/NBFCs/ insurance companies / housing finance companies.	Internal accruals of the Company
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No
3.	Purpose for which funds shall be	The funds shall be utilized by the investee

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	utilized by the investee company.	companies for its business operations, including expansion of existing facilities, working capital requirements, strategic projects, and other corporate purposes as may be approved by its Board of Directors. The investment is intended to strengthen the financial position of the subsidiary, Associate and Group Companies and support their growth and operational objectives.				
4.	Material terms of the proposed transaction	Inter corporate Loan/investment				
B(4)	Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.					
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Guarantee including but not restricted to Corporate Guarantee, against Debts/ collateral equitable/English Mortgage				
	(b) Whether it will create a legally binding obligation on listed entity?	Yes				
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	No Through residual interest in the assets of the related parties.				
3.	The value of proposed obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	<table><tr><td>Name of Related Party</td><td>Amount of Transaction in Rupees</td></tr><tr><td>Tarini Infrastructure Limited (Associate)</td><td>50 Crores</td></tr></table>	Name of Related Party	Amount of Transaction in Rupees	Tarini Infrastructure Limited (Associate)	50 Crores
Name of Related Party	Amount of Transaction in Rupees					
Tarini Infrastructure Limited (Associate)	50 Crores					

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Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

S. No.	Particulars of the information	Information provided by the management
C (1)	Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been incurred or regularized need not	Not applicable No No No No

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	be disclosed.	
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	
C(2)	Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary	
1.	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No
C(3)	Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not Applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2025-2026	The related parties are financially sound and follows going concern approach of

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		accounting.				
	FY 2024-2025	The related parties are financially sound and follows going concern approach of accounting.				
	FY 2023-2024	The related parties are financially sound and follows going concern approach of accounting.				
3.	The value of Proposed obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	<table><tr><th>Name of Related Party</th><th>Amount of Transaction in Rupees</th></tr><tr><td>Tarini Infrastructure Limited (Associate)</td><td>50 Crores</td></tr></table>	Name of Related Party	Amount of Transaction in Rupees	Tarini Infrastructure Limited (Associate)	50 Crores
Name of Related Party	Amount of Transaction in Rupees					
Tarini Infrastructure Limited (Associate)	50 Crores					
	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not applicable				
	In addition, state the following: a) Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "willful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified	<table><tr><td>No</td></tr><tr><td>No</td></tr><tr><td>No</td></tr><tr><td>No</td></tr></table>	No	No	No	No
No						
No						
No						
No						

[Handwritten signature]

	under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	

Minimum Information for Members for approval of RPTs

S. No.	Description as per ISF Note	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer above table of minimum information placed before the Audit Committee for approval of RPTs.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed Related Party Transactions are in the ordinary course of business and will be entered into on an arm's length basis, in compliance with applicable regulatory requirements. The transactions leverage operational synergies and the related parties' expertise, ensuring efficiency, cost optimization, and business continuity. The Board is of the view that these arrangements are in the best interest of the Company and its shareholders.
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposal for material RPTs has been approved by the Audit Committee, and the Board of Directors recommend the proposed transactions to the Members for approval.
5.	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable.

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6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	All such information as is necessary for Members to make informed decisions has been provided to them in this Notice.
7.	Any other information that may be relevant	The Members may note that the Company will not breach the threshold limit till the date of Members' approval.

These proposed RPTs are necessary, normal and incidental to business and also play a significant role in the Company's business operations and be considered as enabling resolution to aid operational efficiency and achieve business objectives. These proposed RPTs are not prejudicial to the interest of the Public Shareholders.

Except as mentioned above, none of the Directors, KMPs and/or their respective relatives are, in any way, concerned or interested, either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 3 of the accompanying Notice.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item Nos. 3 whether the entity is a related party to the particular transaction or not.

ITEM NOS. 4

Mr. Vakamulla Chandrashekhar is the promoter and Director of the Company who is actively involved for targeting the business and created a niche in the field of Power Transmission and Distribution. There are several projects accomplished either on turnkey basis or through consultancy in writing DPRs etc. He possesses sufficient experience and know-how, therefore the overall performance of the Company under his able management, has shown tremendous growth.

The Board of Directors of the Company (the 'Board'), at its meeting held on September 05, 2026 has, subject to the approval of members, re-appointed Mr. Vakamulla Chandrashekhar as Managing Director, for a period of 3 (Three) years from the expiry of his present term, which expired on September 30, 2026, as recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of Mr. Vakamulla Chandrashekhar as Managing Director, in terms of the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

A. e. f.

Mr. Vakamulla Chandrashekhar holds the office of Managing Director in Tarini Infrastructure Limited, one of the Group Companies. In terms of proviso 3 to sub section 3 of section 203 the consent of all the Directors present in the meeting has been obtained by the company in the Board meeting held on 05th September 2026.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Vakamulla Chandrashekhar are as under:

REMUNERATION:

(ii) Salary: NIL

The Managing Director shall not be eligible for any sitting fees for the Company's Board Meetings.

The above details may please be treated as an abstract of the Terms & Conditions of appointment under section 190 of the Companies Act, 2013.

Mr. Vakamulla Chandrashekhar shall be liable to retire by rotation.

The nature of concern or interest, financial or otherwise, if any, in respect of the resolution is furnished below.

None of the Directors other than Mr. Vakamulla Chandrashekhar & Mrs. V Anu Naidu are concerned or interested in the proposed resolution. Your Directors recommend the Resolution for your approval.

ITEM NOS. 5

Mrs. V Anu Naidu is the promoter and Director of the Company since incorporation. She possesses sufficient experience and know-how. Under her able management, the company has performed well on its financial front.

The Board of Directors of the Company (the 'Board'), at its meeting held on September 05, 2026 has, subject to the approval of members, re-appointed Mrs. V. Anu Naidu as Whole Time Director, for a period of 3 (Three) years from the expiry of his present term, which expired on September 30, 2026, at the remuneration recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mrs. V. Anu Naidu as Whole Time Director in terms of the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).



Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. V. Anu Naidu are as under:

REMUNERATION:

- (iv) **Salary:** Rs.160,000/- (Rupees One Lac Sixty Thousand only) per month to Mrs. V Anu Naidu.

In addition to the Salary, the Whole Time Director is entitled to the following benefits:

- (v) **Furnished Accommodation:** The Whole Time Director, since required dedicated separate space for the Company's Business commitments and also to maintain high degree of standards as per the profile, she is entitled for furnished residential accommodation.

- (vi) **Perquisites:**

Insurance: The life and personal accident insurance cover shall be as per the policy of the company.

Club Fees: Fees of clubs subject to a maximum of two clubs. It also includes admission and life membership fees paid.

iv) **Car & Telephone:** for use on Company's business and telephone and/or cellular phone will not be considered as perquisites. Personal long distance calls on phone and use of car for private purposes shall be billed by the Company.

The aggregate of the salary and all perquisites as enumerated above, shall at no time exceed the limits as may be prescribed from time to time under the provisions of the Companies Act, 2013, schedules thereto and rules there under, as well as any other statutory provisions as may be applicable. Payment and entitlement of Gratuity and other superannuation benefits shall remain as per the policy of the Company.

The Whole Time Director shall not be eligible for any sitting fees for the Company's Board Meetings.

The above details may please be treated as an abstract of the Terms & Conditions of appointment under section 190 of the Companies Act, 2013.

Mrs. V Anu Naidu shall be liable to retire by rotation.

None of the Directors other than Mr. Vakamulla Chandrashekhar & Mrs. V Anu Naidu are concerned or interested in the proposed resolution. Your Directors recommend the Resolution for your approval.



STATEMENT FORMING PART OF THE NOTICE with regard to item No.4 and 5

As per the requirement of Section – II of Part – II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

1. Nature of the Industry: Turnkey Contractors & Consultancy in Power Generation, Transmission & Distribution
2. Date of Commencement of Commercial Production: N.A.
3. Financial Performance based on given indicators: The Company is a profit-making Company.
4. Export Performance and net foreign exchange collaboration: Nil
5. Foreign Investment or collaborators, if any: N.A.

II. INFORMATION ABOUT THE APPOINTEES

1. Background details –

Name	Designation	Date of Birth	Address
Mr. Vakamulla Chandrashekhar	Managing Director	14.03.1967	F-33 East of Kailash, New Delhi – 110065
Mrs. V Anu Naidu	Whole Time Director	13.09.1969	F-33 East of Kailash, New Delhi – 110065

2. Past Remuneration –
- | | |
|--------------------------------|------------------------|
| Mr. Vakamulla Chandrashekhar – | NIL |
| Mrs. V Anu Naidu | – Rs.1.5 Lac per month |

3. Recognition or Awards – N.A.

4. Job Profile & Suitability –

Handling the managerial responsibility as Key Managerial Personnel in the Company since 1999 (year) and having 28yrs of experience in the Industry. Under their able direction and control, the company has grown up to the present level. Their expertise towards the industry and market conditions analysis is the core factor, which make them most suitable for the position and proposed remuneration.

5. Remuneration Proposed – Mr. Vakamulla Chandrashekhar – NIL Mrs. V Anu Naidu – Rs.1.6 Lac per month.

6. Comparative Remuneration Profile with respect to industry, size of the company, profile of the position and person – Remuneration of the Directors is not so high, which require any comparison with other industry. The remuneration proposed for approval is far below the present market packages for her position.

managerial personnel, if any – as detailed hereinabove.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

Since the industry segment is of such kind for which specialized and technical workmanship is required, hence there is limitation for project commitments. It all depends upon availability of technical staff.

2. Steps taken or proposed to be taken for improvement

The Company is negotiating business opportunities in T&D business in India and Abroad and is confident of getting more orders in the days to come.

3. Expected increase in productivity and profits in measurable terms

The profits might touch 5% to 10% level of the capital investment in the Company.

No separate agreement is executed in this regard Mr. Vakamulla Chandrashekhar and Mrs. V Anu Naidu, Directors of the company are concerned or interested in the respective proposed resolution.

Your directors recommend the Resolutions for your approval.

None of the Directors, except for Mr. Vakamulla Chandrashekhar and Mrs. V Anu Naidu, or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Date: 05.09.2026
Place: New Delhi

By Order of the Board



V. Chandrashekhar
Managing Director
DIN No. 00073657

TARINI INTERNATIONAL LIMITED
(CIN :L74899DL1999PLC097993)

Registered Office: D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi - 110024

Email: headoffice@tariniinfra.com Website: www.tariniinfra.com

Phone: 011-26479995/26285364, Fax: 011-26477996

ATTENDANCE SLIP
27thANNUAL GENERAL MEETING

Reg. Folio / DP ID &Client ID. _____ No. of Shares
Held:.....

I, Certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 27thAnnual General Meeting of the Company at the Registered Office of the Company at D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi - 110024 at 10:30 AM on Wednesday, the 30th September, 2026

Members Name _____

Proxy(s) Name _____ Members/Proxy's Signature

- Note: 1. please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.
4. Pursuant to the prohibition imposed vide section 118 of the Companies Act, 2013 read with secretarial standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.



FORM NO. MGT – 11
TARINI INTERNATIONAL LIMITED
(CIN :L74899DL1999PLC097993)

Registered Office: D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi - 110024
Email: headoffice@tariniinfra.com Website: www.tariniinfra.com
Phone: 011-26479995/26285364, Fax: 011-26477996

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(2) of the
Companies (Management and Administration) Rules 2014

Name of the member(s):-----

Registered Address-----

Email ID-----Folio No/Client ID-----DPID-----

I/We, being the member(s), holding-----shares of the above
named company, hereby appoint

1. Name-----Address-----

-----Email-----Signature-----

---or failing him

2. Name-----Address-----

-----Email-----Signature-----

---or failing him

3. Name-----Address-----

-----Email-----Signature----- as

my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the
27th Annual General Meeting of the Company, to be held on the 30TH September,
2026 at 10.30 A.M at D-2, 1st Floor, Amar Colony, Lajpat Nagar – IV, New Delhi -
110024 and at any adjournment thereof in respect of such resolutions as are
indicated below:

Resolution No. 1-----2-----3-----

Signed this day of-----2026

Signature of Shareholder-----

Signature of Proxy Holder(s)-----

Affix 1 Res.
Revenue
Stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before.

